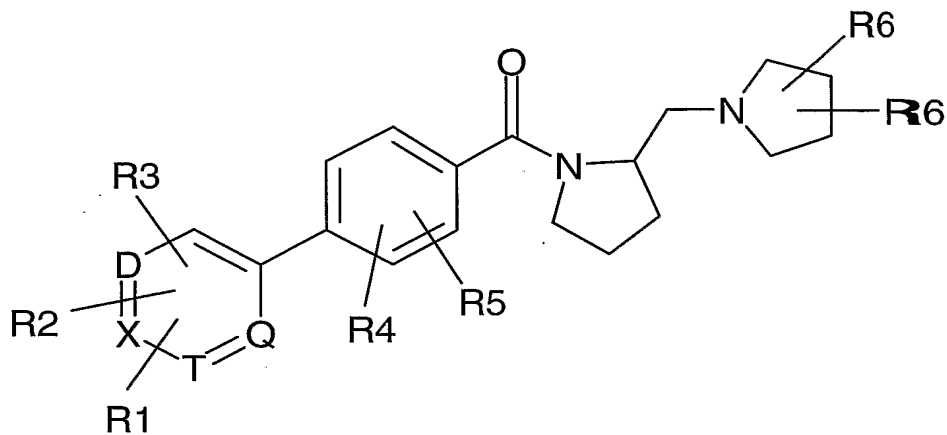


-138-

**WHAT IS CLAIMED IS:**

1. A compound structurally represented by Formula I



(I)

or a pharmaceutically acceptable salt thereof wherein:

Q, T, X, and D independently represent carbon or nitrogen, provided that no more than two of Q, T, X, and D are nitrogen;

R1, R2, and R3 are independently at each occurrence

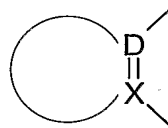
- H,
- halogen,
- (C<sub>1</sub>-C<sub>7</sub>) alkyl,
- CN,
- C(O)R<sub>7</sub>,
- C(O)(C<sub>3</sub>-C<sub>5</sub>)cycloalkyl,
- C(O)NR<sub>7</sub>R<sub>8</sub>,
- OCF<sub>3</sub>,
- OR<sub>7</sub>,
- NO<sub>2</sub>,
- NR<sub>7</sub>R<sub>8</sub>,
- NR<sub>9</sub>SO<sub>2</sub> R<sub>7</sub>,

-139-

-NR<sup>9</sup>C(O)R<sup>7</sup>,  
 -NR<sup>9</sup>CO<sub>2</sub>R<sup>7</sup>,  
 -NR<sup>9</sup>C(O)NR<sup>7</sup>R<sup>8</sup>,  
 -SR<sup>7</sup>,  
 -SO<sub>2</sub>R<sup>7</sup>,  
 -SO<sub>2</sub>CF<sub>3</sub>,  
 -SO<sub>2</sub>NR<sup>7</sup>R<sup>8</sup>,  
 -S(O)R<sup>7</sup>,  
 -O(CH<sub>2</sub>)<sub>m</sub>NR<sup>7</sup>R<sup>8</sup>,  
 -heteroaryl-R<sup>9</sup>,  
 -phenyl-R<sup>9</sup>,

provided however that wherein D is nitrogen, then R<sup>1</sup> or R<sup>2</sup> or R<sup>3</sup> are not attached to D, and provided that wherein X is nitrogen, then R<sup>1</sup> or R<sup>2</sup> or R<sup>3</sup> are not attached to X, and provided that wherein T is nitrogen, then R<sup>1</sup> or R<sup>2</sup> or R<sup>3</sup> are not attached to T, and provided that wherein Q is nitrogen, then R<sup>1</sup> or R<sup>2</sup> or R<sup>3</sup> are not attached to Q;

and further provided that when D and X are carbon, then R<sup>1</sup> and R<sup>2</sup> can combine



to form a 5 or 6 membered ring with D and X, wherein the ring so formed may optionally include one double bond in the case of a five membered ring or two double bonds in the case of a six membered ring, and wherein one to three ring atoms may optionally be heteroatoms independently selected from N, O, or S;

wherein m is 1, 2, 3 or 4;

R<sup>4</sup> and R<sup>5</sup> are independently at each occurrence

-H,  
 -OH,  
 -halogen,

-140-

- CF<sub>2</sub>H,
- CF<sub>3</sub>,
- (C<sub>1</sub>-C<sub>3</sub>)alkyl,
- O-(C<sub>1</sub>-C<sub>3</sub>) alkyl,

R6 is independently at each occurrence

- H,
- halogen,
- CF<sub>3</sub>,
- (C<sub>1</sub>-C<sub>3</sub>) alkyl,
- NH<sub>2</sub>,
- NR<sup>7</sup>R<sup>8</sup>,
- OH,
- OR<sup>7</sup>;

R<sup>7</sup> and R<sup>8</sup> are independently at each occurrence

- H,
- (C<sub>1</sub>-C<sub>6</sub>) alkyl,

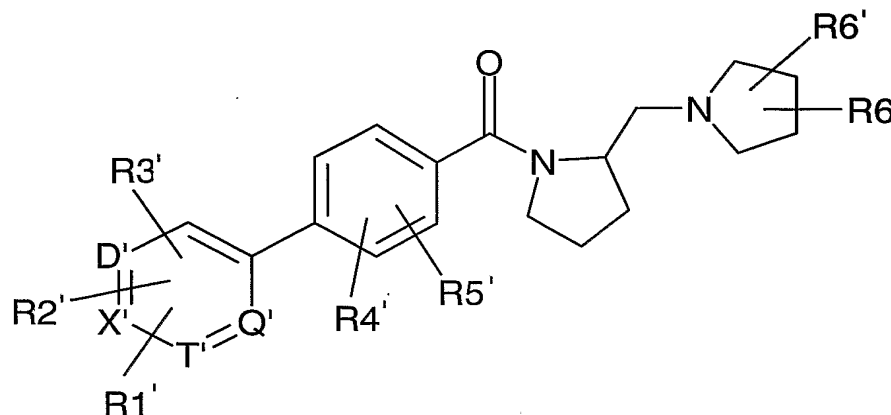
Wherein R<sup>7</sup> and R<sup>8</sup> can combine with the atom to which they are attached to form a 3 to 7 membered ring;

R<sup>9</sup> is independently at each occurrence

- H,
- (C<sub>1</sub>-C<sub>3</sub>) alkyl.

2. A compound structurally represented by Formula II

-141-



( II )

or a pharmaceutically acceptable salt thereof wherein:

Q', T', X', and D' independently represent carbon or nitrogen, provided that no more than two of Q', T', X', and D' are nitrogen;

R1' is

- halogen,
- (C<sub>1</sub>-C<sub>7</sub>) alkyl,
- CN,
- C(O)R7',
- C(O)(C<sub>3</sub>-C<sub>5</sub>)cycloalkyl,
- C(O)NR7'R8',
- OCF<sub>3</sub>,
- OR7',
- NO<sub>2</sub>,
- NR7'R8',
- NR9'SO<sub>2</sub> R7',
- NR9'C(O)R7',
- NR9'CO<sub>2</sub>R7',
- NR9'C(O)NR7'R8',
- SR7',
- SO<sub>2</sub>R7',

-142-

- SO<sub>2</sub>CF<sub>3</sub>,
- SO<sub>2</sub>NR<sup>7'</sup>R<sup>8'</sup>,
- S(O)R<sup>7'</sup>,
- O(CH<sub>2</sub>)<sub>m</sub>NR<sup>7'</sup>R<sup>8'</sup>,
- heteroaryl-R<sup>9'</sup>,

R<sup>2'</sup> and R<sup>3'</sup> are independently at each occurrence

- H,
- halogen,
- (C<sub>1</sub>-C<sub>7</sub>) alkyl,
- CN,
- C(O)R<sup>7'</sup>,
- C(O)(C<sub>3</sub>-C<sub>5</sub>)cycloalkyl,
- C(O)NR<sup>7'</sup>R<sup>8'</sup>,
- OCF<sub>3</sub>,
- OR<sup>7'</sup>,
- NO<sub>2</sub>,
- NR<sup>7'</sup>R<sup>8'</sup>,
- NR<sup>9'</sup>SO<sub>2</sub>R<sup>7'</sup>,
- NR<sup>9'</sup>C(O)R<sup>7'</sup>,
- NR<sup>9'</sup>CO<sub>2</sub>R<sup>7'</sup>,
- NR<sup>9'</sup>C(O)NR<sup>7'</sup>R<sup>8'</sup>,
- SR<sup>7'</sup>,
- SO<sub>2</sub>R<sup>7'</sup>,
- SO<sub>2</sub>CF<sub>3</sub>,
- SO<sub>2</sub>NR<sup>7'</sup>R<sup>8'</sup>,
- S(O)R<sup>7'</sup>,
- O(CH<sub>2</sub>)<sub>m</sub>NR<sup>7'</sup>R<sup>8'</sup>,
- heteroaryl-R<sup>9'</sup>,

provided however that wherein D' is nitrogen, then R<sup>1'</sup> or R<sup>2'</sup> or R<sup>3'</sup> are not attached to D', and provided that wherein X' is nitrogen, then R<sup>1'</sup> or R<sup>2'</sup> or R<sup>3'</sup>

-143-

are not attached to X', and provided that wherein T' is nitrogen, then R1' or R2' or R3' are not attached to T', and provided that wherein Q' is nitrogen, then R1' or R2' or R3' are not attached to Q';

wherein m is 1, 2, 3 or 4;

R4' and R5' are independently at each occurrence

-H,

-OH,

- halogen,

-CF<sub>2</sub>H

-CF<sub>3</sub>

-(C<sub>1</sub>-C<sub>3</sub>)alkyl,

- OR9',

provided that when R4' is -H, then R5' is not -H,

R6' is independently at each occurrence

-H,

- halogen,

-CF<sub>3</sub>,

-CH<sub>3</sub>,

-(C<sub>1</sub>-C<sub>3</sub>) alkyl,

-NH<sub>2</sub>,

-NR7'R8',

-OH,

-OR7';

R7' and R8' are independently at each occurrence;

- H,

- (C<sub>1</sub>-C<sub>6</sub>) alkyl optionally substituted with up to three halogens,

Wherein R7' and R8' can combine with the atom to which they are attached to form a 3 to 7 membered ring;

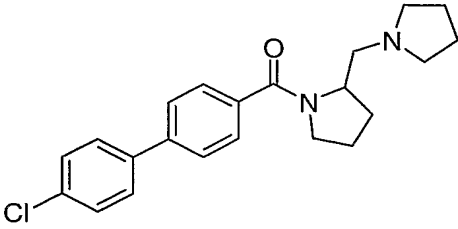
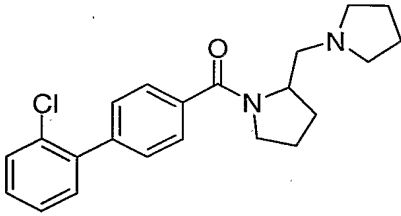
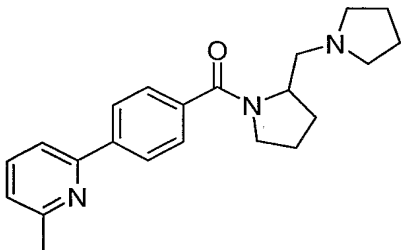
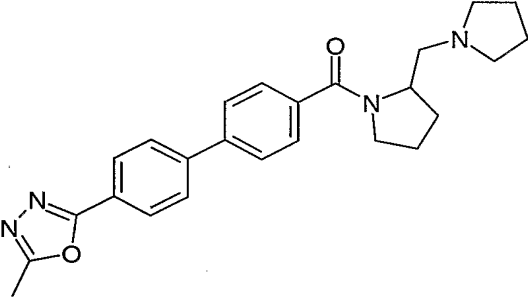
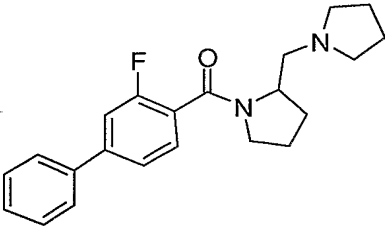
R9' is independently at each occurrence

-144-

- H,
  - (C<sub>1</sub>-C<sub>3</sub>) alkyl.
3. The compound of claim 1, wherein D, X, Q and T are carbon.
  4. The compound of claim 1, wherein one of D, X, Q or T is nitrogen.
  5. The compound of claim 1 wherein two of D, X, Q or T are nitrogen.
  6. The compound of claim 1 wherein X is carbon and R1 is attached to X.
  7. The compound of claim 6 wherein X is carbon and R1 is attached to X, and R4 is halogen.
  8. The compound of claim 7 wherein one independent occurrence of R6 is -CH<sub>3</sub> and the second independent occurrence of R6 is H.
  9. The compound of claim 2 wherein X' is carbon and R1' is attached to X'.
  10. The compound of claim 9 wherein X' is carbon and R1' is attached to X', and R4' is halogen.
  11. The compound of claim 10 wherein one independent occurrence of R6' is -CH<sub>3</sub> and the second independent occurrence of R6' is H.
  12. The compound of claim 1 selected from the group consisting of formulae X1 to X115:

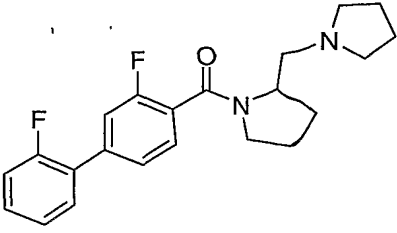
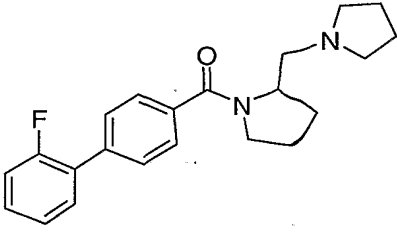
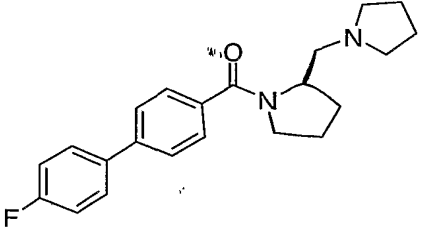
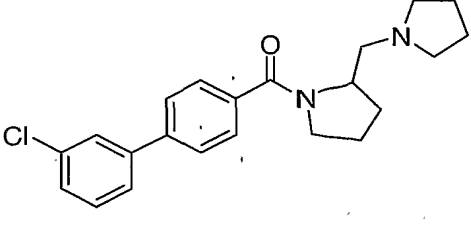
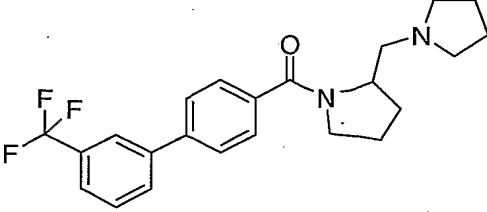
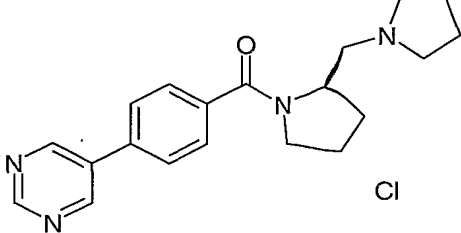
Formula	Structure
X1	
X2	

-145-

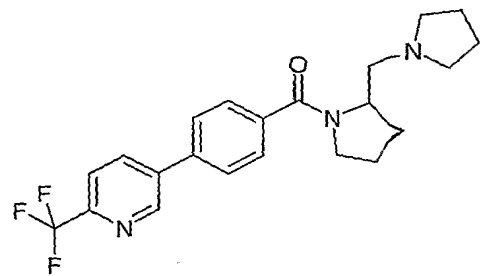
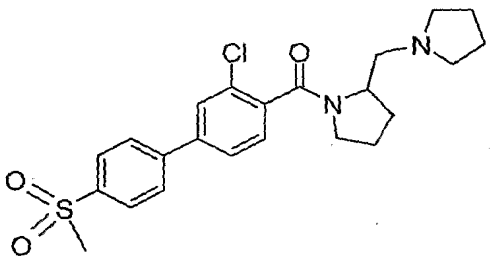
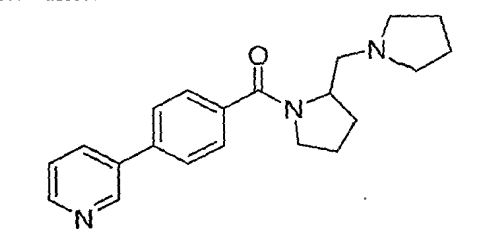
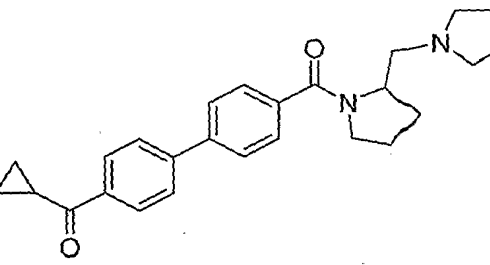
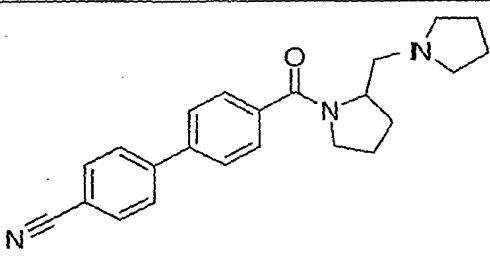
X3	
X4	
X5	
X6	
X7	



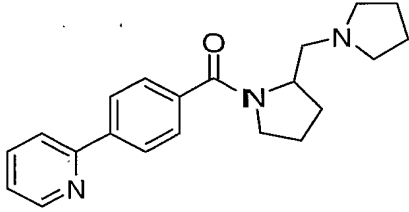
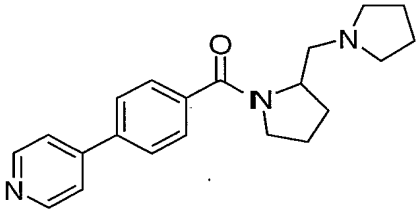
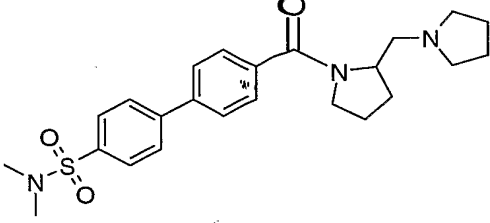
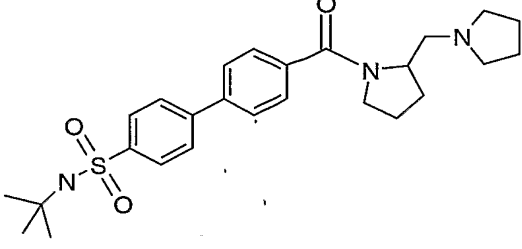
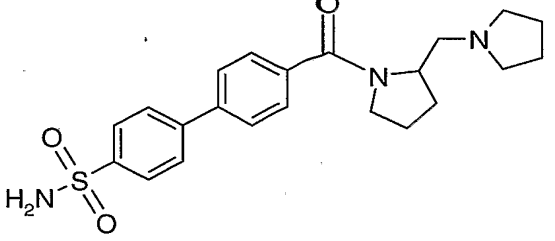
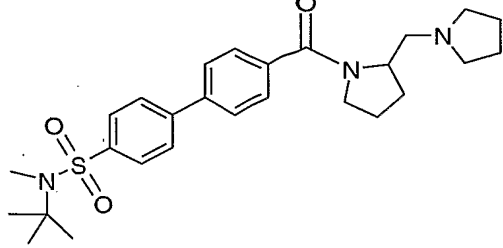
-146-

X8	 <chem>Fc1ccccc1-c2ccc(cc2)C(=O)N1CCCC1CN2CCCC2</chem>
X9	 <chem>Fc1ccccc1-c2ccc(cc2)C(=O)N1CCCC1CN2CCCC2</chem>
X10	 <chem>Fc1ccc(cc1)-c2ccc(cc2)C(=O)N1CCCC1CN2CCCC2</chem>
X11	 <chem>Clc1ccccc1-c2ccc(cc2)C(=O)N1CCCC1CN2CCCC2</chem>
X12	 <chem>FC(F)(F)c1ccccc1-c2ccc(cc2)C(=O)N1CCCC1CN2CCCC2</chem>
X13	 <chem>c1cc2ncnc2cc1-c3ccc(cc3)C(=O)N1CCCC1CN2CCCC2</chem> Cl

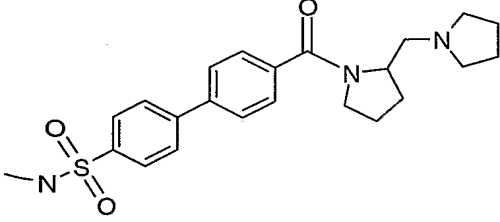
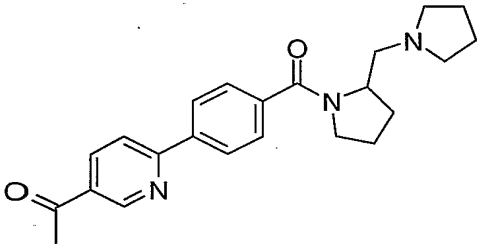
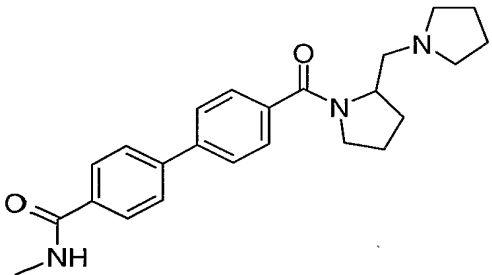
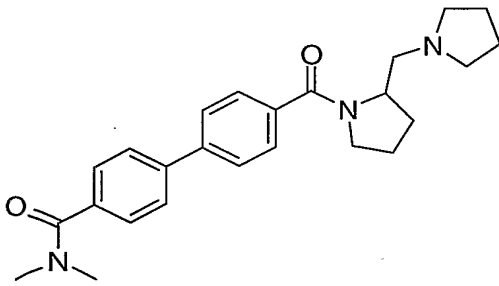
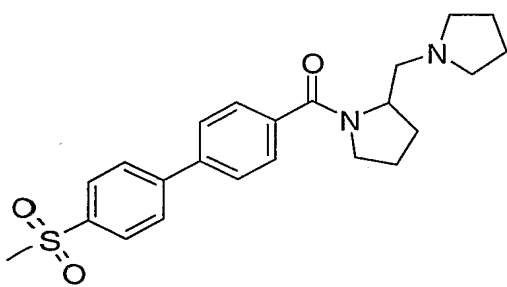
-147-

<b>X14</b>	 <chem>CC1(CCN1)C(=O)N(C2=CC=CC=C2C3=CC=CC=C3C4=CC=CC(=C4)C(F)(F)F)C5=CC=CC=C5N</chem>
<b>X15</b>	 <chem>CC1(CCN1)C(=O)N(C2=CC=CC=C2C3=CC=CC=C3C4=CC=C(C=C4)S(=O)(=O)C)C5=CC=CC=C5Cl</chem>
<b>X16</b>	 <chem>CC1(CCN1)C(=O)N(C2=CC=CC=C2C3=CC=CC=C3C4=CC=CC=C4N)C5=CC=CC=C5N</chem>
<b>X17</b>	 <chem>CC1(CCN1)C(=O)N(C2=CC=CC=C2C3=CC=CC=C3C4=CC=CC=C4C(=O)C5CC5)C6=CC=CC=C6</chem>
<b>X18</b>	 <chem>CC1(CCN1)C(=O)N(C2=CC=CC=C2C3=CC=CC=C3C4=CC=CC=C4C#N)C5=CC=CC=C5</chem>

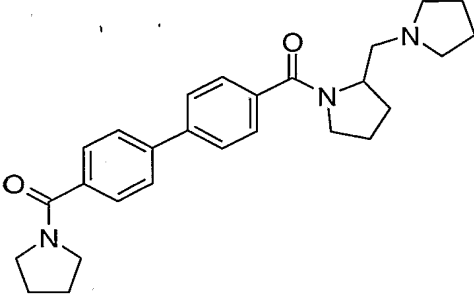
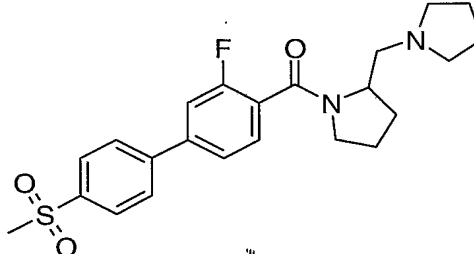
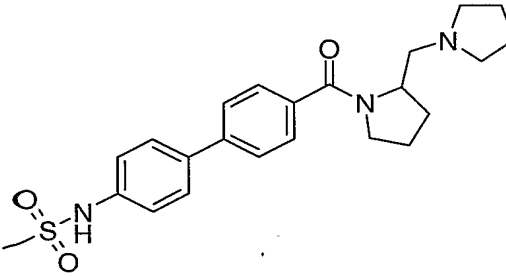
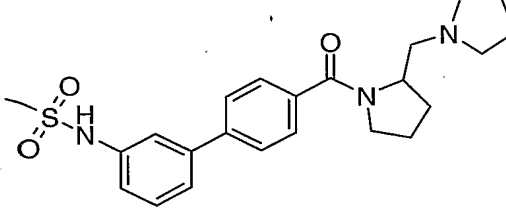
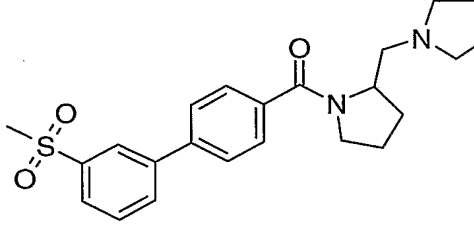
-148-

X19	 <chem>C1CCN(C1)CCN2CCCC2C(=O)c3ccc(cc3c4ccccn4)</chem>
X20	 <chem>C1CCN(C1)CCN2CCCC2C(=O)c3ccc(cc3c4ccccn4)</chem>
X21	 <chem>CN(C)S(=O)(=O)c1ccc(cc1)-c2ccc(cc2)C(=O)N3CCCC3CCN4CCCC4</chem>
X22	 <chem>CC(C)(C)S(=O)(=O)c1ccc(cc1)-c2ccc(cc2)C(=O)N3CCCC3CCN4CCCC4</chem>
X23	 <chem>NS(=O)(=O)c1ccc(cc1)-c2ccc(cc2)C(=O)N3CCCC3CCN4CCCC4</chem>
X24	 <chem>CC(C)(C)S(=O)(=O)c1ccc(cc1)-c2ccc(cc2)C(=O)N3CCCC3CCN4CCCC4</chem>

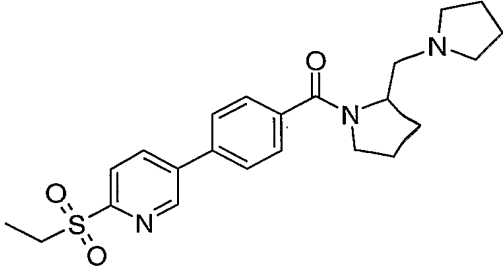
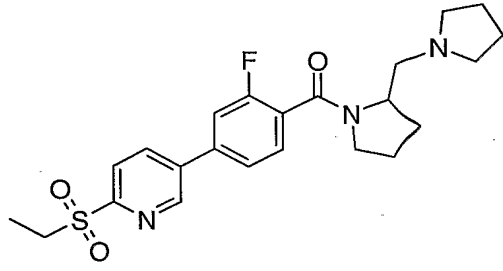
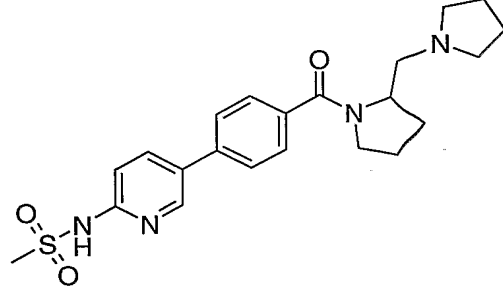
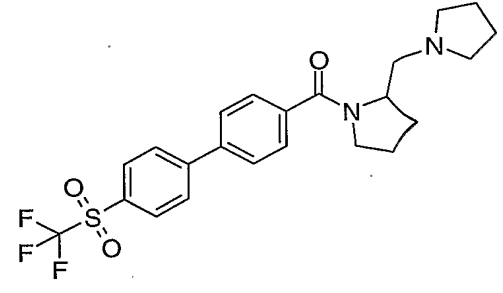
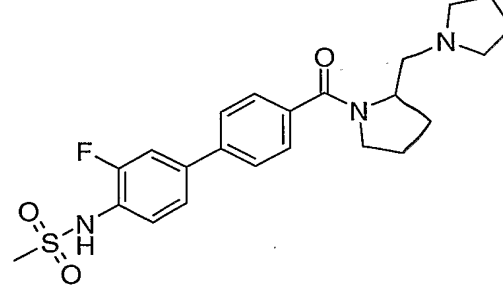
-149-

X25	
X26	
X27	
X28	
X29	

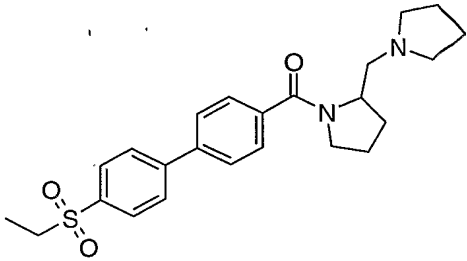
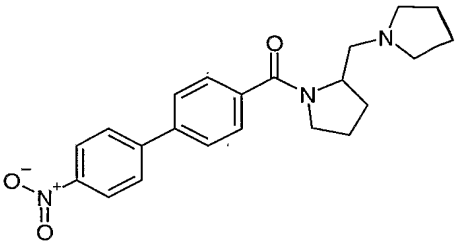
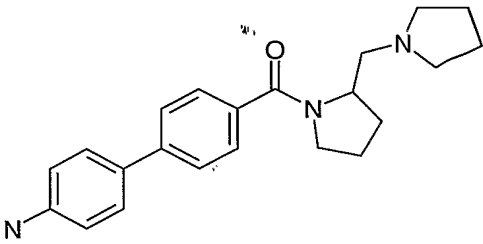
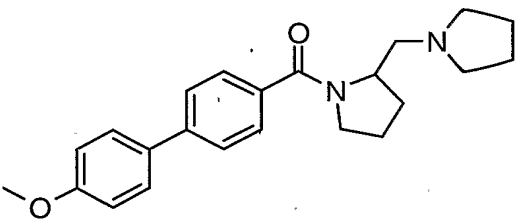
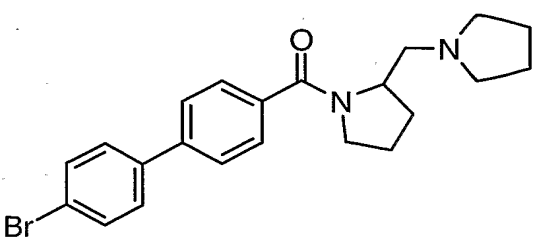
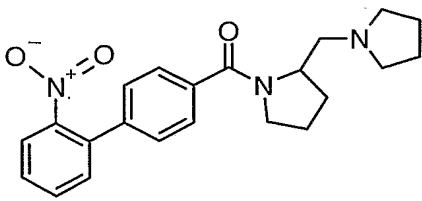
-150-

X30	 <chem>O=C(N1CCCC1)c2ccc(cc2)-c3ccc(cc3)C(=O)N4CCCC4CN5CCCC5</chem>
X31	 <chem>CS(=O)(=O)c1ccc(cc1)-c2cc(F)ccc2C(=O)N3CCCC3CN4CCCC4</chem>
X32	 <chem>CS(=O)(=O)Nc1ccc(cc1)-c2ccc(cc2)C(=O)N3CCCC3CN4CCCC4</chem>
X33	 <chem>CS(=O)(=O)Nc1cccc(c1)-c2ccc(cc2)C(=O)N3CCCC3CN4CCCC4</chem>
X34	 <chem>CS(=O)(=O)c1cccc(c1)-c2ccc(cc2)C(=O)N3CCCC3CN4CCCC4</chem>

-151-

X35	
X36	
X37	
X38	
X39	

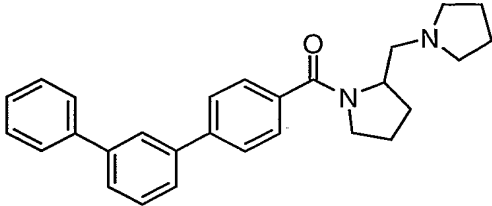
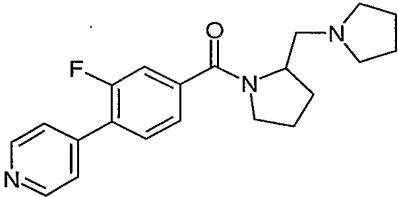
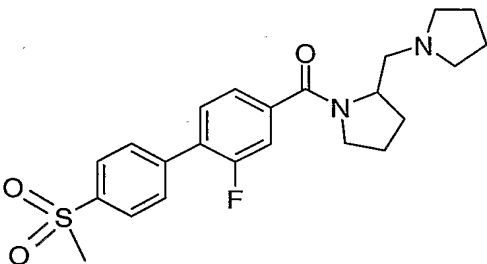
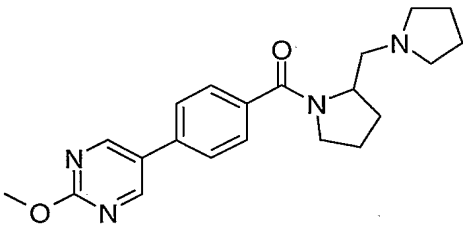
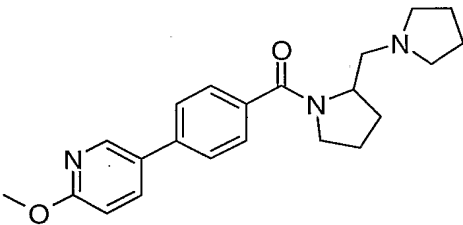
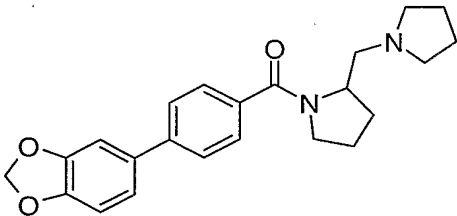
-152-

X40	
X41	
X42	
X43	
X44	
X45	

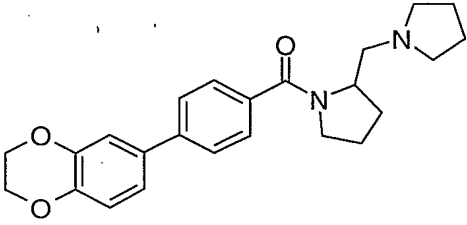
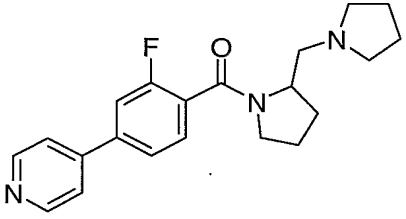
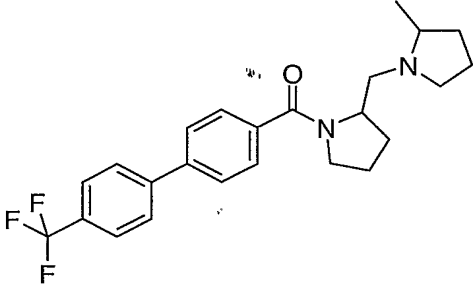
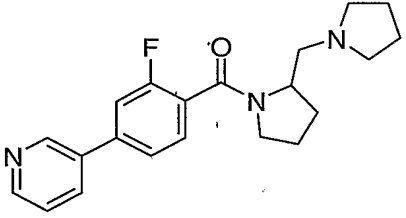
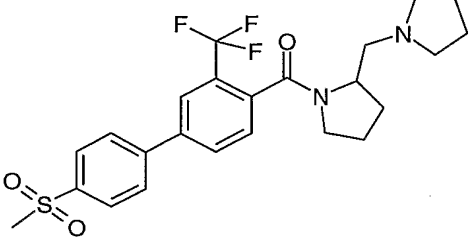
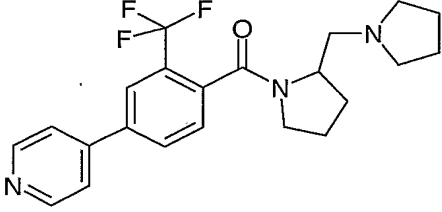




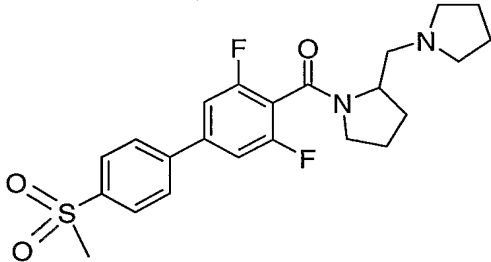
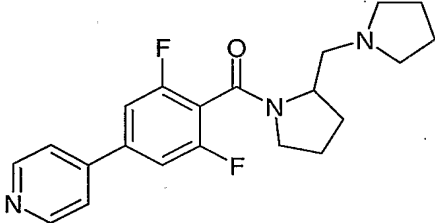
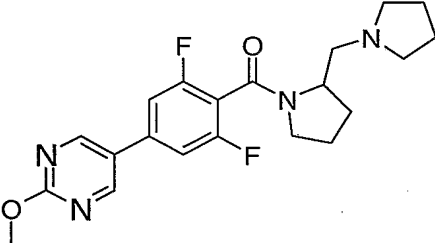
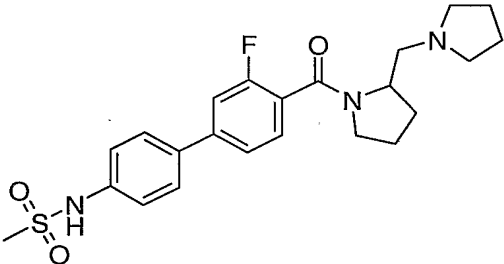
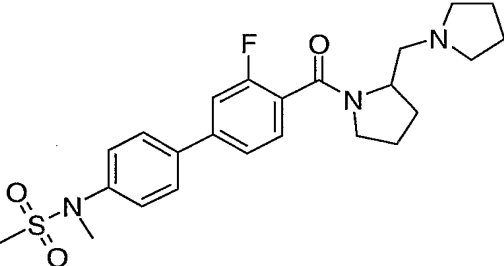
-154-

X52	
X53	
X54	
X55	
X56	
X57	

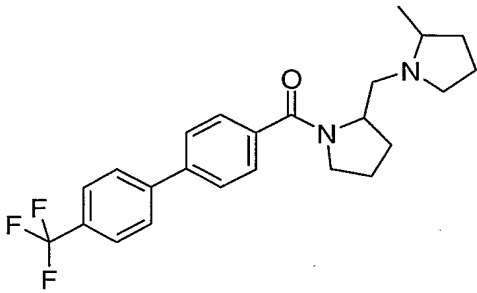
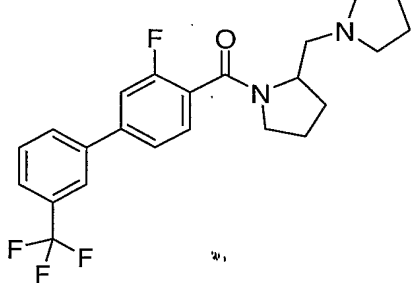
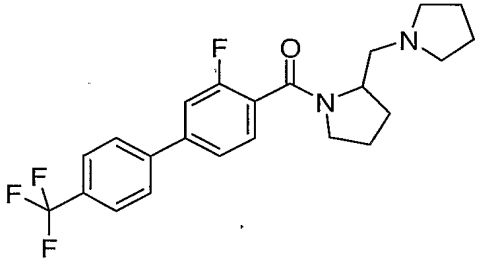
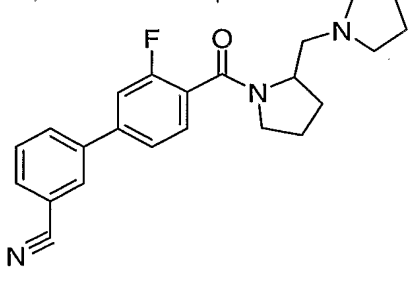
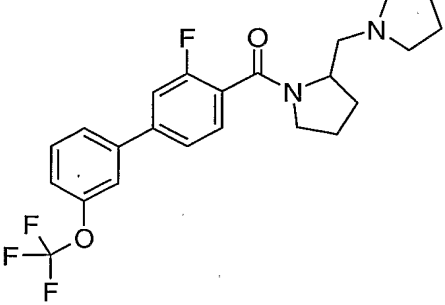
-155-

X58	
X59	
X60	
X61	
X62	
X63	

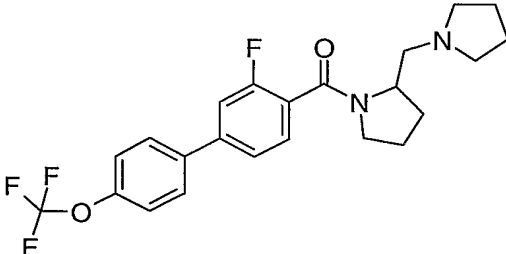
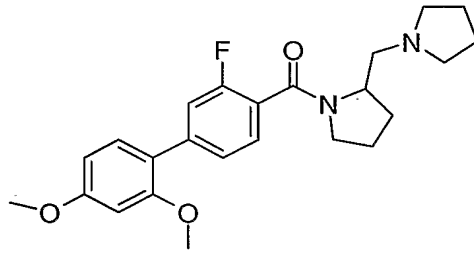
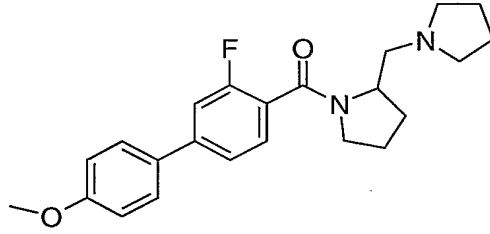
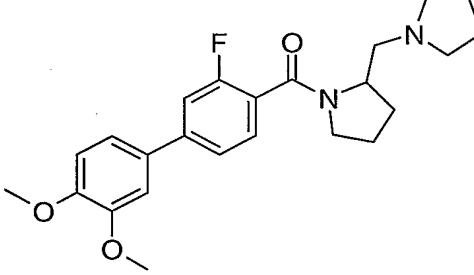
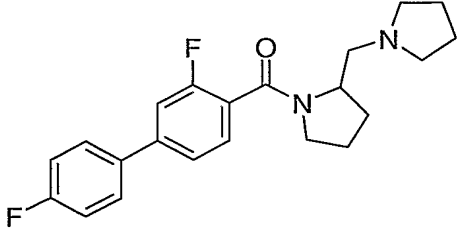
-156-

X64	
X65	
X66	
X67	
X68	

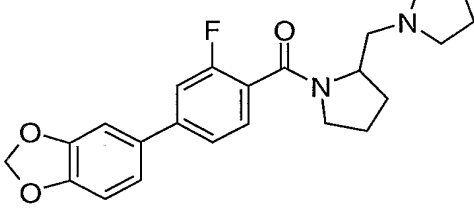
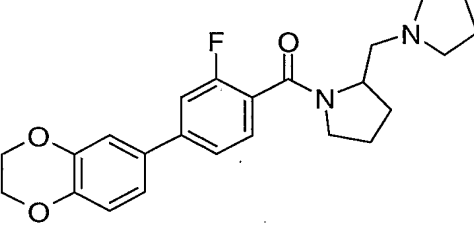
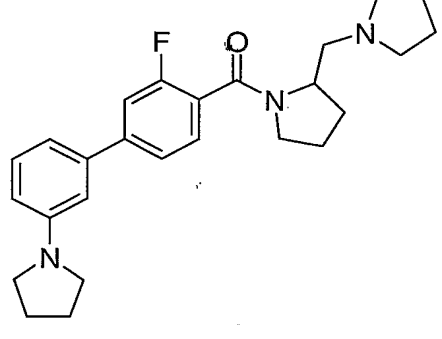
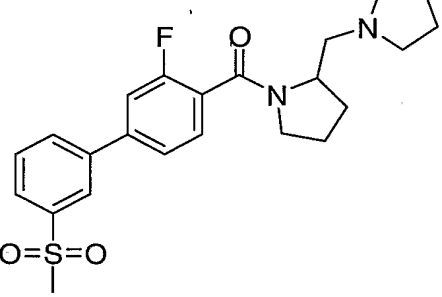
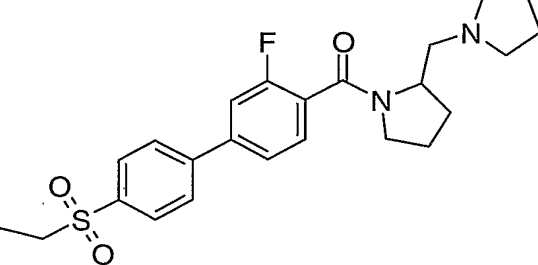
-157-

X69	
X70	
X71	
X72	
X73	

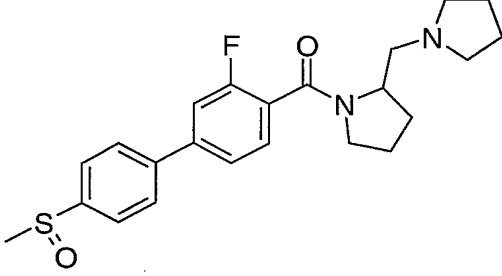
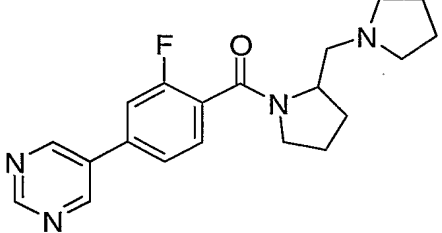
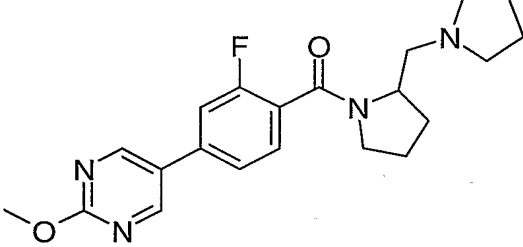
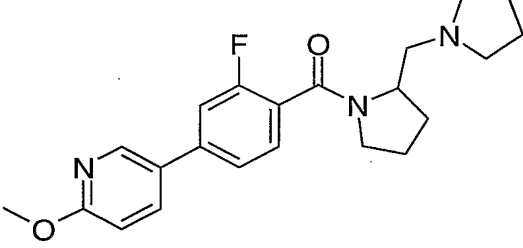
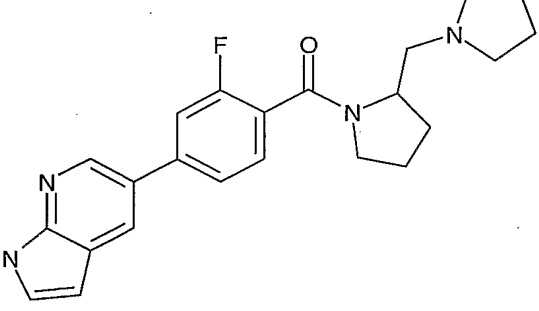
-158-

<b>X74</b>	 <chem>COc1ccc(cc1OC)C2=CC=C(C(=C2)C(=O)N3CCCC3CN4CCCC4)C5=CC=C(C=C5)OC(F)(F)F</chem>
<b>X75</b>	 <chem>COc1cc(OC)ccc1C2=CC=C(C(=C2)C(=O)N3CCCC3CN4CCCC4)C5=CC=C(C=C5)F</chem>
<b>X76</b>	 <chem>COc1ccc(cc1)C2=CC=C(C(=C2)C(=O)N3CCCC3CN4CCCC4)C5=CC=C(C=C5)F</chem>
<b>X77</b>	 <chem>COc1cc(OC)ccc1C2=CC=C(C(=C2)C(=O)N3CCCC3CN4CCCC4)C5=CC=C(C=C5)F</chem>
<b>X78</b>	 <chem>Fc1ccc(cc1)C2=CC=C(C(=C2)C(=O)N3CCCC3CN4CCCC4)C5=CC=C(C=C5)F</chem>

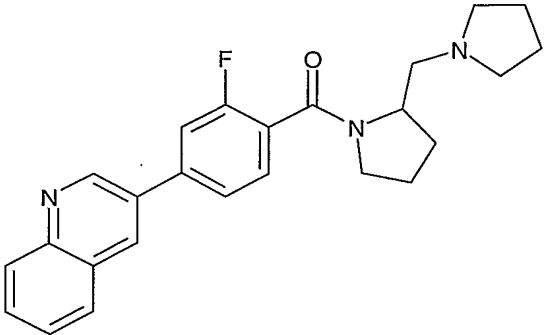
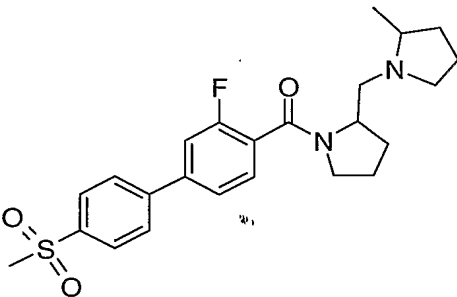
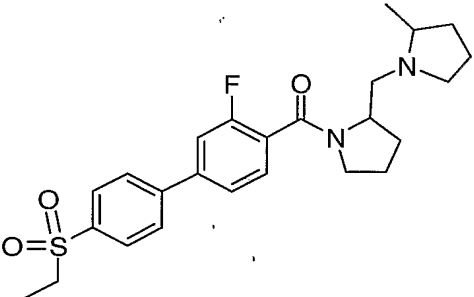
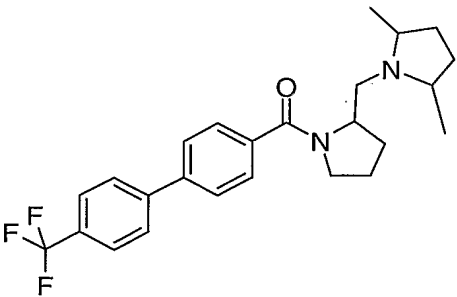
-159-

X79	
X80	
X81	
X82	
X83	

-160-

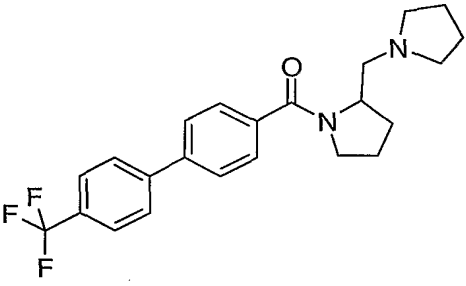
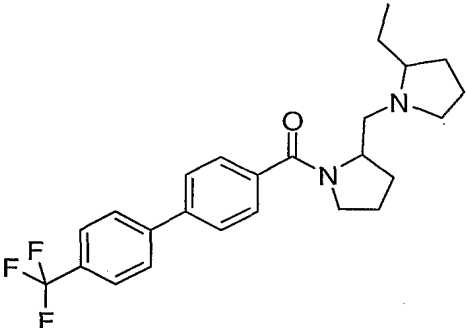
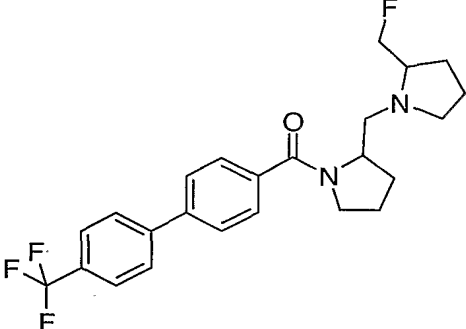
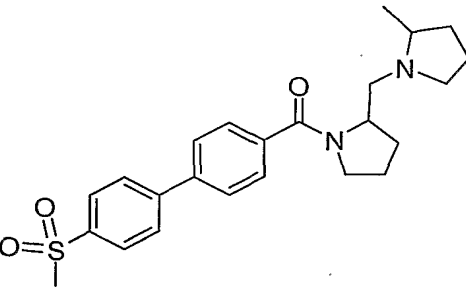
X84	 <chem>CS(=O)c1ccc(cc1)-c2ccc(F)c(c2)C(=O)N3CCCC3CN4CCCC4</chem>
X85	 <chem>c1ccncc1-c2ccc(F)c(c2)C(=O)N3CCCC3CN4CCCC4</chem>
X86	 <chem>COC1=NC=CC=C1N2C=CC=C2-c3ccc(F)c(c3)C(=O)N4CCCC4CN5CCCC5</chem>
X87	 <chem>COC1=CC=CC=C1N=CC=C1-c2ccc(F)c(c2)C(=O)N3CCCC3CN4CCCC4</chem>
X88	 <chem>c1ccc2c(c1)c(c[nH]2)-c3ccc(F)c(c3)C(=O)N4CCCC4CN5CCCC5</chem>

-161-

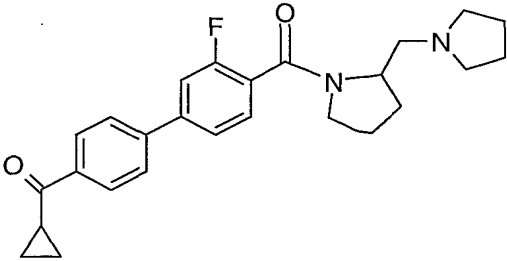
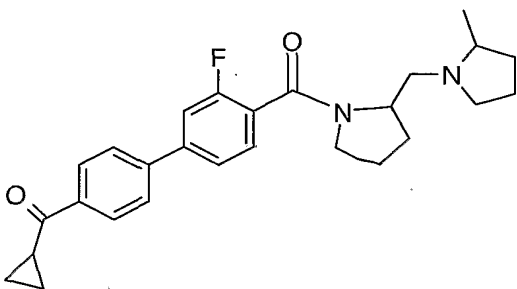
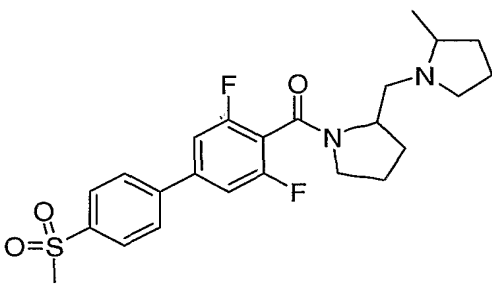
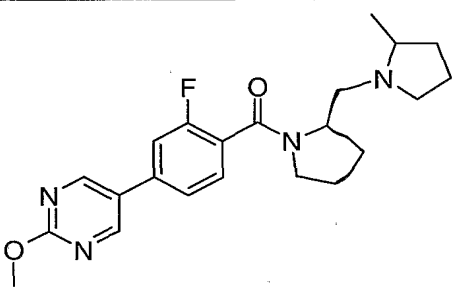
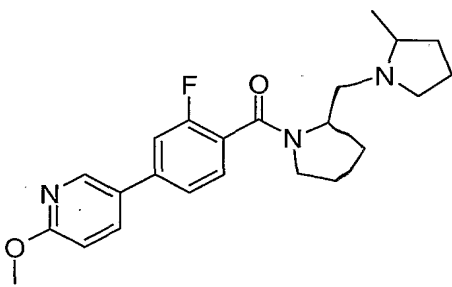
<b>X89</b>	
<b>X90</b>	
<b>X91</b>	
<b>X92</b>	



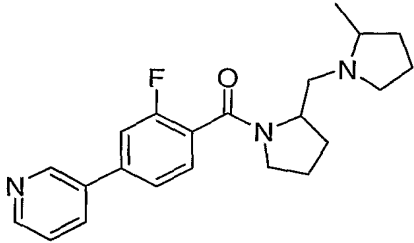
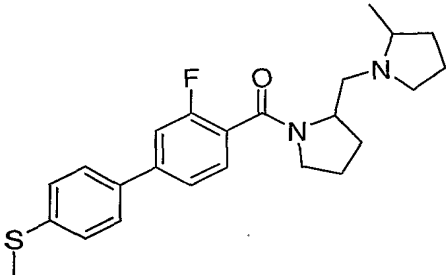
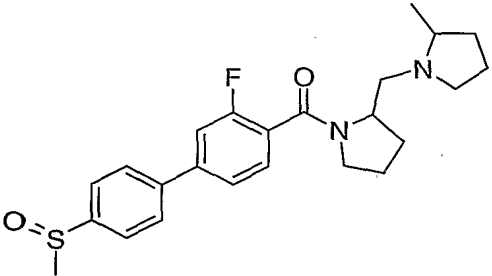
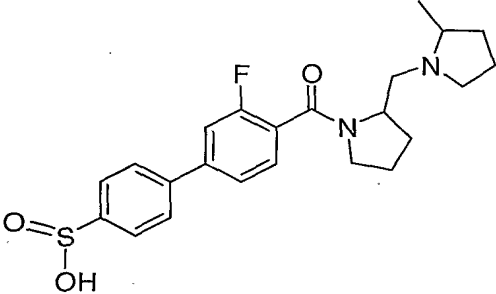
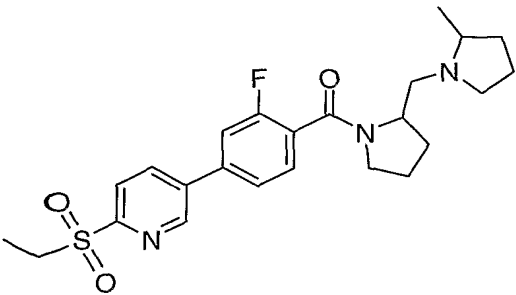
-162-

<b>X93</b>	
<b>X94</b>	
<b>X95</b>	
<b>X96</b>	

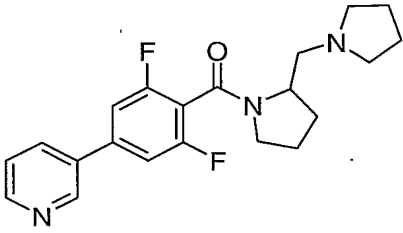
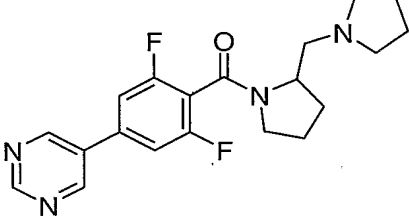
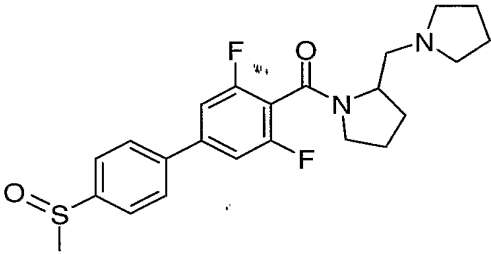
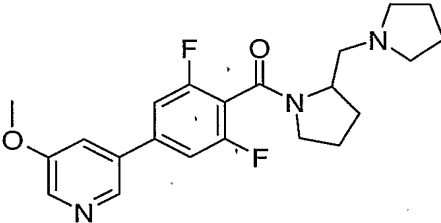
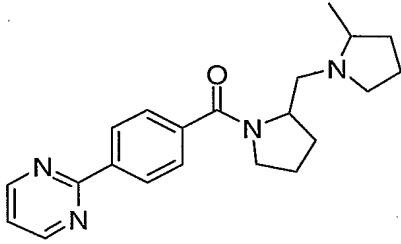
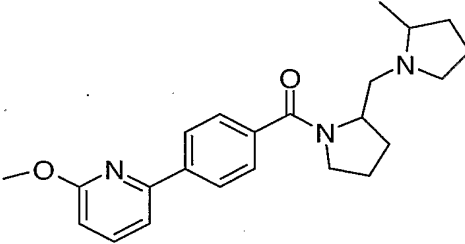
-163-

X97	
X98	
X99	
X100	
X101	

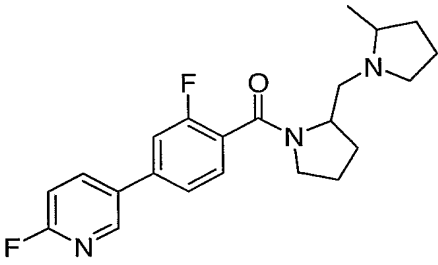
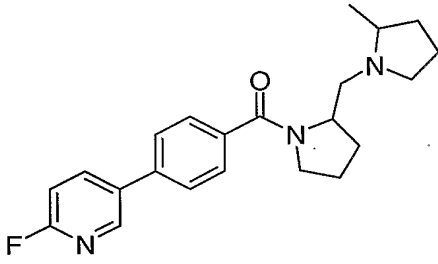
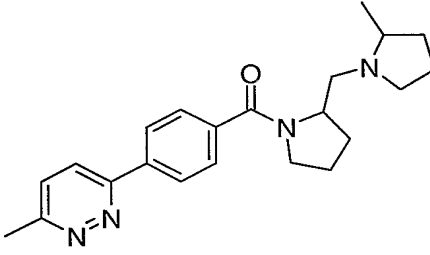
-164-

X102	 <chem>CN1CCCC1C(=O)c2cc(F)ccc2c3ccncc3</chem>
X103	 <chem>CN1CCCC1C(=O)c2cc(F)ccc2Sc3ccccc3</chem>
X104	 <chem>CN1CCCC1C(=O)c2cc(F)ccc2S(=O)(C)c3ccccc3</chem>
X105	 <chem>CN1CCCC1C(=O)c2cc(F)ccc2S(=O)(C)N</chem>
X106	 <chem>CCS(=O)(=O)c1ccc(cc1N)C(=O)c2cc(F)ccc2N3CCCC3C</chem>

-165-

X107	
X108	
X109	
X110	
X111	
X112	

-166-

<b>X113</b>	
<b>X114</b>	
<b>X115</b>	

or a pharmaceutically acceptable salt or solvate thereof.

13. The compound of claim 1, selected from the group consisting of
  - (2-(S)-Pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-(4'-trifluoromethyl-biphenyl-4-yl)-methanone;
  - (2-(S)-Pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-(2'-trifluoromethyl-biphenyl-4-yl)-methanone;
  - (4'-Chloro-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
  - (2'-Chloro-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
  - [4-(6-Methyl-pyridin-2-yl)-phenyl]-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;
  - [4'-(5-Methyl-[1,3,4]oxadiazol-2-yl)-biphenyl-4-yl]-(2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

-167-

(3-Fluoro-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-  
 methanone trifluoroacetate;  
 (3, 2'-Difluoro-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-  
 methanone trifluoroacetate;  
 (2'-Fluoro-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-  
 methanone trifluoroacetate;  
 (4'-Fluoro-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-  
 methanone trifluoroacetate;  
 (2S-Pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-(3'-chloro-biphenyl-4-yl)-  
 methanone;  
 (2S-Pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-(3'-trifluoromethyl-biphenyl-4-yl)-  
 methanone;  
 (4-Pyrimidin-5-yl-phenyl)-(2S-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-  
 methanone;  
 (2S-Pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-[4-(6-trifluoromethyl-pyridin-3-  
 yl)]-methanone;  
 (3-Chloro-4'-methanesulfonyl-biphenyl-4-yl)-(2S-pyrrolidin-1-ylmethyl-  
 pyrrolidin-1-yl)-methanone;  
 (4-Pyridin-3-yl-phenyl)-(2S-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;  
 (4-Pyridin-2-yl-phenyl)-(2S-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;  
 4'-(2S-Pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-4-carbonitrile;  
 (4-Pyridin-2-yl-phenyl)-(2S-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;  
 (4-Pyridin-4-yl-phenyl)-(2S-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;  
 4'-(2S-Pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-4-sulfonic acid  
 dimethylamide;  
 4'-(2S-Pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-4-sulfonic acid  
 tert-butylamide;  
 4'-(2S-Pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-4-sulfonic acid  
 amide;  
 4'-(2S-Pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-4-sulfonic acid  
 tert-butyl-methyl-amide;

-168-

4'-(2S-Pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-4-sulfonic acid methylamide;

1-{6-[4-(2-(S)-Pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-phenyl]-pyridin-3-yl}-ethanone;

4'-(2-(S)-Pyrrolidin-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-4-carboxylic acid methylamide hydrochloride salt;

4'-(2-(S)-Pyrrolidin-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-4-carboxylic acid dimethylamide hydrochloride salt;

4'-(Methanesulfonyl-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

[4'-(Pyrrolidine-1-carbonyl)-biphenyl-4-yl]-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(3-Fluoro-4'-methanesulfonyl-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

N-[4'-(2-(S)-Pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-4-yl]-methanesulfonamide;

N-[4'-(2-(S)-Pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-3-yl]-methanesulfonamide;

(3'-Methanesulfonyl-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

[4-(6-Ethanesulfonyl-pyridin-3-yl)-phenyl]-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone dihydrochloride salt;

[4-(6-Ethanesulfonyl-pyridin-3-yl)-2-fluoro-phenyl]-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone dihydrochloride salt;

N-{5-[4-(2-(S)-Pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-phenyl]-pyridin-2-yl}-methanesulfonamide dihydrochloride salt;

(2-(S)-Pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-(4'-trifluoromethanesulfonyl-biphenyl-4-yl)-methanone hydrochloride salt;

N-[3-Fluoro-4'-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-4-yl]-methanesulfonamide;

(4'-Ethanesulfonyl-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

-169-

(S)-(4'-Nitro-biphenyl-4-yl)-(2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(S)-(4'-Amino-biphenyl-4-yl)-(2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(S)-(4'-Methoxy-biphenyl-4-yl)-(2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(S)-(4'-Bromo-biphenyl-4-yl)-(2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(S)-(2'-Nitro-biphenyl-4-yl)-(2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(S)-(4'-Ethyl-biphenyl-4-yl)-(2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(S)-Biphenyl-4-yl-(2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(S)-(4'-Propyl-biphenyl-4-yl)-(2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(S)-[4'-(2-Piperidin-1-yl-ethoxy)-biphenyl-4-yl]-(2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(S)-(4'-tert-Butyl-biphenyl-4-yl)-(2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(S)-(4'-Hexyl-biphenyl-4-yl)-(2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(S)-(2-Pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-[1,1'; 3',1'']terphenyl-4-yl-methanone;

3-Fluoro-4-pyridin-4-yl-phenyl)-(2S-Pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(2-Fluoro-4'-methanesulfonyl-biphenyl-4-yl)-(2S-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

[4-(2-Methoxy-pyrimidin-5-yl)-phenyl]-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

[4-(6-Methoxy-pyridin-3-yl)-phenyl]-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;



-170-

(4-Benzo[1,3]dioxol-5-yl-phenyl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

[4-(2,3-Dihydro-benzo[1,4]dioxin-6-yl)-phenyl]-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(2-Fluoro-4-pyridin-4-yl-phenyl)-(2 (S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

[2-(S)-(2-Methyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-(4'-trifluoromethyl-biphenyl-4-yl)-methanone isomer 1;

[2-(S)-(2-Methyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-(4'-trifluoromethyl-biphenyl-4-yl)-methanone isomer 2;

(2-Fluoro-3-pyridin-4-yl-phenyl)-(2 (S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(4'-Methanesulfonyl-4-trifluoromethyl-biphenyl-3-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(5-Pyridin-4-yl-2-trifluoromethyl-phenyl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(3,5-Difluoro-4'-methanesulfonyl-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(2,6-Difluoro-4-pyridin-4-yl-phenyl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

[2,6-Difluoro-4-(2-methoxy-pyrimidin-5-yl)-phenyl]-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

N-[3'-Fluoro-4'-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-4-yl]-methanesulfonamide;

N-[3'-Fluoro-4'-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-4-yl]-N-methyl-methanesulfonamide;

[2-(S)-(2-(R)-Methyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-(4'-trifluoromethyl-biphenyl-4-yl)-methanone;

(3-Fluoro-3'-trifluoromethyl-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(3-Fluoro-4'-trifluoromethyl-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

-171-

3'-Fluoro-4'-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidine-1-carbonyl)-biphenyl-3-carbonitrile;

(3-Fluoro-3'-trifluoromethoxy-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(3-Fluoro-4'-trifluoromethoxy-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(3-Fluoro-2', 4'-dimethoxy-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(3-Fluoro-4'-methoxy-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(3-Fluoro-3', 4'-dimethoxy-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(3,4'-Difluoro-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(4-Benzo[1,3]dioxol-5-yl-2-fluoro-phenyl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

[4-(2,3-Dihydro-benzo[1,4]dioxin-6-yl)-2-fluoro-phenyl]-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(3-Fluoro-3'-pyrrolidin-1-yl-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(3-Fluoro-3'-methanesulfonyl-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(4'-Ethanesulfonyl-3-fluoro-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(3-Fluoro-4'-methanesulfinyl-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(2-Fluoro-4-pyrimidin-5-yl-phenyl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

[2-Fluoro-4-(2-methoxy-pyrimidin-5-yl)-phenyl]-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

[2-Fluoro-4-(6-methoxy-pyridin-3-yl)-phenyl]-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

-172-

[2-Fluoro-4-(1H-indol-5-yl)-phenyl]-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(2-Fluoro-4-quinolin-3-yl-phenyl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(3-Fluoro-4'-methanesulfonyl-biphenyl-4-yl)-[2-(S)-(2-(R)-methyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-methanone;

(4'-Ethanesulfonyl-3-fluoro-biphenyl-4-yl)-[2-(S)-(2-(R)-methyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-methanone;

[2-(2,5-*trans*-Dimethyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-(4'-trifluoromethyl-biphenyl-4-yl)-methanone;

[2-(2,5-*cis*-Dimethyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-(4'-trifluoromethyl-biphenyl-4-yl)-methanone;

(2-(R)-Pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-(4'-trifluoromethyl-biphenyl-4-yl)-methanone;

[2-(S)-(2-(R)-Ethyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-(4'-trifluoromethyl-biphenyl-4-yl)-methanone;

[2-(S)-(2-(S)-Fluoromethyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-(4'-trifluoromethyl-biphenyl-4-yl)-methanone;

(4'-methanesulfonyl-biphenyl-4-yl)-[2-(S)-(2-(R)-methyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-methanone;

(4'-Cyclopropanecarbonyl-3-fluoro-biphenyl-4-yl)-(2-(S)-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

Cyclopropyl-{3'-fluoro-4'-[2-(S)-(2-(R)-methyl-pyrrolidin-1-ylmethyl)-pyrrolidine-1-carbonyl]-biphenyl-4-yl}-methanone;

(3,5-Difluoro-4'-methanesulfonyl-biphenyl-4-yl)-(2-(R)-methyl-1-(2-(S)-pyrrolidinylmethyl)pyrrolidin-1-yl)-methanone;

(2-Fluoro-4-[2-methoxy-pyrimidin-5-yl]-phenyl)-(2-(R)-methyl-1-(2-(S)-pyrrolidinylmethyl)pyrrolidin-1-yl)-methanone L-tartrate;

(2-Fluoro-4-[6-methoxy-pyridin-3-yl]-phenyl)-(2-(R)-methyl-1-(2-(S)-pyrrolidinylmethyl)pyrrolidin-1-yl)-methanone;

(2-Fluoro-4-pyridin-3-yl-phenyl)-(2-(R)-methyl-1-(2-(S)-pyrrolidinylmethyl)pyrrolidin-1-yl)-methanone;

-173-

(3-Fluoro-4'-methylthio-biphenyl-4-yl)-(2-(R)-methyl-1-(2-(S)-pyrrolidinylmethyl)pyrrolidin-1-yl)-methanone;

(3-Fluoro-4'-methanesulfinyl-biphenyl-4-yl)-(2-(R)-methyl-1-(2-(S)-pyrrolidinylmethyl)pyrrolidin-1-yl)-methanone;

3'-Fluoro-4-[(2-(R)-methyl-1-(2-(S)-pyrrolidinylmethyl)pyrrolidine-1-carbonyl]-biphenyl-4-sulfinic acid;

[4-(6-Ethanesulfonyl-pyridin-3-yl)-2-fluoro-phenyl]-[2-(S)-(2-(R)-methylpyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-methanone dihydrochloride salt;

(2,6-Difluoro-4-pyridin-3-yl-phenyl)-((S)-2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(2,6-Difluoro-4-pyrimidin-5-yl-phenyl)-((S)-2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

(3,5-Difluoro-4'-methanesulfinyl-biphenyl-4-yl)-((S)-2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

[(2,6-Difluoro-4-(5-methoxy-pyridin-3-yl)-phenyl)-((S)-2-pyrrolidin-1-ylmethyl-pyrrolidin-1-yl)-methanone;

[2-(S)-(2-(R)-Methyl-pyrrolidin-1-ylmethyl)-(4-pyrimidin-2-yl-phenyl)-methanone;

[4-(6-Methoxy-pyridin-2-yl)-phenyl]-[2-(S)-(2-(R)-Methyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-methanone;

[2-Fluoro-4-(6-fluoro-pyridin-3-yl)-phenyl]-[2-(S)-(2-(R)-Methyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-methanone;

[4-(6-Fluoro-pyridin-3-yl)-phenyl]-[2-(S)-(2-(R)-Methyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-methanone; and

[4-(6-Methyl-pyridazin-3-yl)-phenyl]-[2-(S)-(2-(R)-Methyl-pyrrolidin-1-ylmethyl)-pyrrolidin-1-yl]-methanone.

14. A pharmaceutical composition which comprises a compound of any of claims 1-13 and a pharmaceutically acceptable carrier.
15. A method of inhibiting histamine H3 receptor in a mammal comprising administering to a mammal in need thereof a histamine H3 receptor inhibiting dose of a compound of formula I, or a salt thereof, as described in claim 1.

-174-

16. A method for treatment or prevention of a nervous system disorder which comprises administering to a mammal in need of such treatment or prevention an effective amount of a compound of any of Claims 1-13.
17. The method of Claim 15 wherein the antagonist or inverse agonist is a pharmaceutical composition of claim 14
18. A method for treatment or prevention of obesity which comprises administering to a mammal in need of such treatment or prevention an effective amount of a compound of any of Claims 1-13.
19. The method of Claim 18 wherein the antagonist is a pharmaceutical composition of claim 14.
20. A method for treatment or prevention of a disorder or disease in which inhibition of the histamine H3 receptor has a beneficial effect which comprises administering to a mammal in need of such treatment or prevention an effective amount of a compound of any of claims 1-13.
21. A compound of formula I, or a salt thereof, as claimed as claimed in any one of claims 1-13, for use in treating a nervous system disorder.
22. The use of a compound of formula I, or a salt thereof, as claimed in any one of claims 1-13, for the manufacture of a medicament for treatment of a nervous system disorder.